

# **The Detailed Working Rules for the Strategy and Development Committee of the Board of Directors of Yankuang Energy Group Company Limited**

## **Chapter I General Provisions**

**Article 1** To meet the strategic development needs of Yankuang Energy Group Company Limited (hereinafter referred to as the "Company"), ensure a science-based approach of development planning and strategic decision-making for the Company, and enable the Strategy and Development Committee of the Board of Directors to carry out its work in a standardized and efficient manner, these Working Rules are formulated in accordance with Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Code of Corporate Governance of Listed Companies, the Articles of Association of Yankuang Energy Group Company Limited (hereinafter referred to as the "Articles of Association") and other relevant laws, regulations and normative documents.

**Article 2** The Strategy and Development Committee is a special working body set up by the Board of Directors of the Company to perform its duties according to the scope of duties stipulated in these Working Rules.

## **Chapter II Composition of Personnel**

**Article 3** The Strategy and Development Committee consists of three directors at least, among whom external directors shall be in majority, including at least one independent director.

**Article 4** The members of the Strategy and Development Committee shall be nominated by the Chairman of the Board, more than one-half of independent directors or one-third of all directors, and shall be elected by the Board of Directors.

**Article 5** The Strategy and Development Committee shall have a chairman, who shall be the Chairman of the Board of Directors of the Company. The chairman of the Strategy and Development Committee is responsible for convening and presiding over the meetings of the Strategy and Development Committee. When he or she is unable to perform his or her duties, he or she shall designate a member to take his or her place.

**Article 6** The term of office of the members of the Strategy and Development Committee is the same as that of their fellow directors of the Board of Directors. Upon expiration of the term of office of the members, they may continue to hold office when reelected. During the term of office, if any member ceases to hold the post of a director of the Company, he/she will automatically lose his/her qualification as a member of the Strategy and Development Committee, and the Committee shall make up the number of members according to the above Article 3 to Article 5.

**Article 7** The provisions of the Company Law and the Articles of Association on directors' obligations shall apply to the Strategy and Development Committee.

**Article 8** The Company's Strategic Development Department is the working body of the Strategy and Development Committee and undertakes relevant specific work.

### **Chapter III Duties and Powers**

**Article 9** Main duties of the Strategy and Development Committee are to:

- (1) Study and make suggestions on the Company's long-term development strategy and major investment decisions;
- (2) Study and make suggestions on the Company's annual strategic development plan and business plan;
- (3) Study and make suggestions on other major issues that influence the development of the Company;
- (4) Supervise the implementation of the above matters;
- (5) Other duties authorized by the Board of Directors.

**Article 10** The Strategy and Development Committee shall be responsible to the Board of Directors.

### **Chapter IV Decision-making Procedures**

**Article 11** The Company's Strategic Development Department is responsible for preparing for the meetings of the Strategy and Development Committee and providing relevant information.

**Article 12** The Strategy and Development Committee shall discuss the topics of the meetings and submit the results of the discussion to the Board of Directors.

## **Chapter V Notice and Convening of Meetings**

**Article 13** The meetings of the Strategy and Development Committee are divided into regular meetings and temporary meetings. Regular meetings are held once a year, and temporary meetings can only be held upon the proposal of the Board of Directors of the Company, the chairman of the Strategy and Development Committee or two or more members of the Committee.

**Article 14** The regular meetings of the Strategy and Development Committee shall be held in the form of on-site meetings. If necessary, the meetings may be held by correspondence voting, provided that the members are able to fully express their opinions. Temporary meetings can be held either by on-site form or by off-site correspondence voting.

**Article 15** The notice of meeting shall be issued 3 days before any meeting of the Strategy and Development Committee (excluding the day of the meeting) by fax, e-mail, telephone and personal delivery, etc.

**Article 16** The notice of the meeting of the Strategy and Development Committee shall at least include the following contents:

- (1) The time and place of the meeting;
- (2) Duration of the meeting;
- (3) Issues to be discussed at the meeting;
- (4) Contact person and contact information of the meeting;
- (5) The date of notice of the meeting.

The notice of the meeting shall be accompanied by the proposal with complete contents.

## **Chapter VI Rules and Voting Procedures**

**Article 17** The meetings of the Strategy and Development Committee shall be held only when 2/3 or more members are present.

**Article 18** Each member of the Strategy and Development Committee has one vote. A resolution adopted at any such meeting requires affirmative votes by at least more than half of all members (including those who did not attend the meeting).

**Article 19** Members of the Strategy and Development Committee may attend the meetings in person or entrust other members to attend the meetings and exercise voting rights on their behalf. A member may only entrust one other member to exercise voting right on his or her behalf at a time. If two or more members are entrusted to exercise voting right on his or her behalf, the entrustment shall be null and void.

**Article 20** A member who entrusts another member to attend the meeting on his or her behalf and exercise his or her voting right shall submit a power of attorney to the presiding officer of the meeting. The power of attorney shall be submitted to the presiding officer of the meeting before the voting.

**Article 21** The power of attorney shall at least include the following contents:

- (1) The name of the entrusting party;

(2) The name of the entrusted party;

(3) Matters entrusted;

(4) Instructions (consent, objection, abstention) on the exercise of voting right on the agenda of the meeting, and explanations on whether the entrusted party can vote according to his or her own will when no specific instructions are given;

(5) The term of the power of attorney;

(6) The date of signing the power of attorney.

The power of attorney shall be signed by the entrusting party and the entrusted party.

**Article 22** The voting method for the meetings of the Strategy and Development Committee shall be a secret ballot.

**Article 23** When necessary, directors and senior management of the Company may be invited to attend the meetings of the Strategy and Development Committee, but non-members of the Strategy and Development Committee have no voting rights on the proposals.

**Article 24** If necessary, the Strategy and Development Committee may employ intermediary agencies to provide professional advice for its decision-making, and the relevant expenses will be paid by the Company.

**Article 25** The convening procedures, voting methods and proposals adopted at the meetings of the Strategy and Development Committee must comply with the provisions of relevant laws, regulations, the Articles of Association and these Working Rules.

**Article 26** The meetings of the Strategy and Development

Committee shall be recorded, and the members and recorders present at the meetings shall sign the minutes. Members present at the meetings have the right to request that their statements at the meetings be recorded in the minutes along with illustrations. The minutes of the meetings and other archival materials shall be kept by the Company's Strategic Development Department and reported to the administrative office of the Board of Directors for the record.

**Article 27** The proposals adopted at the meetings of the Strategy and Development Committee and the voting results thereof shall be submitted to the Board of Directors of the Company in writing.

**Article 28** All members present at the meetings have the obligation to keep confidential the matters discussed at the meetings and shall not disclose relevant information without authorization.

**Article 29** When a meeting of the Strategy and Development Committee discusses issues related to any member of the Committee, the related member shall withdraw. The meeting can be held in the presence of more than half of the unrelated members of the Strategy and Development Committee, and a resolution adopted at the meeting requires affirmative votes by at least more than half of the unrelated members. If the number of unrelated members attending the meeting is less than half of the total number of unrelated members of the Strategy and Development Committee, the matter shall be submitted to the Board of Directors for consideration.

**Article 30** Matters not covered in these Working Rules or in conflict with laws and regulations promulgated from time to time, regulations of the place of listing and the Articles of Association shall be implemented in accordance with relevant laws, regulations, rules and the Articles of Association.

**Article 31** These Working Rules, which are formulated and revised by the Board of Directors of the Company, shall take effect from the date of approval by the Board of Directors of the Company, and shall only be interpreted by the Board of Directors of the Company.